

**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW HAMPSHIRE**

ADAM S. LEVY on behalf of himself and  
all others similarly situated,

Plaintiff,

vs.

THOMAS GUTIERREZ, RICHARD J.  
GAYNOR, RAJA BAL, J. MICHAL  
CONAWAY, KATHLEEN A. COTE,  
ERNEST L. GODSHALK, MATTHEW E.  
MASSENGILL, MARY PETROVICH,  
ROBERT E. SWITZ, NOEL G. WATSON,  
THOMAS WROE, JR., MORGAN  
STANLEY & CO. LLC, GOLDMAN  
SACHS & CO., AND CANACCORD  
GENUITY INC.,

Defendants.

No. 1:14-cv-00443-JL

Honorable Joseph Laplante

JURY TRIAL DEMANDED

**ORAL ARGUMENT REQUESTED**

**DECLARATION OF RICHARD A. ROSEN IN SUPPORT OF  
UNDERWRITER DEFENDANTS' REPLY MEMORANDUM OF LAW IN  
FURTHER SUPPORT OF THEIR MOTION TO DISMISS THE  
CONSOLIDATED AMENDED COMPLAINT**

RICHARD A. ROSEN, under penalty of perjury, declares and certifies as follows:

1. I am a member of the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York, 10019, attorneys for the Underwriter Defendants<sup>1</sup> in the above-captioned action. I respectfully submit this Declaration in support of the Underwriter Defendants' Motion to Dismiss the Consolidated Amended Complaint (the "Complaint").

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<sup>1</sup> Morgan Stanley & Co. LLC, Goldman Sachs & Co., and Canaccord Genuity Inc.

2. Attached hereto is a true and correct copy of the following document obtained from the public record, which is referenced in the Underwriter Defendants' Reply Memorandum of Law in Further Support of Their Motion to Dismiss the Complaint, and which Lead Plaintiff has incorporated by reference in the Complaint:<sup>2</sup>

- Exhibit 1: Excerpted pages of GT Advanced Technologies' ("GTAT") Form 10Q for the period ended September 28, 2013 (filed November 7, 2013) (Compl. ¶¶ 62, 66, 117, 219, 223, 230, 232, 234, 237, 239–40, 330, 353, 366, 368, 371, 373–74).
- Exhibit 2: Declaration of Daniel W. Squiller in Support of Debtors' Motion, Pursuant to Bankruptcy Code Sections 105, 361, 363(b), 364, and 365 and Bankruptcy Rule 9019, for Entry of Order Approving Terms of, and Authorizing Debtors to Enter into Adequate Protection and Settlement Agreement with Apple (filed October 28, 2014) (Compl. ¶¶ 17-19, 36, 99-105, 132, 148^19, 151, 154, 157, 171, 174-75, 186-87, 191, 207, 212, 221, 225, 228, 232-33, 241, 246-48, 250, 252, 254, 258, 265, 267, 271, 280, 313, 361, 363, 367, 370-72, 375, 411).

In accordance with 28 U.S.C. § 1746, I hereby declare under penalty of perjury that the foregoing is true and correct.

Executed on February 25, 2016  
New York, New York

/s/ Richard A. Rosen  
RICHARD A. ROSEN

Personally appeared the above named Richard A. Rosen on this 25th day of February 2016 and made oath that the above stated facts are true to the best of his knowledge and belief.

Before me,

/s/ Caitlyn Paige Wigler  
Notary Public

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<sup>2</sup> "Compl. ¶" indicates representative paragraphs in the Complaint in which Plaintiffs have incorporated the aforementioned document.

**CAITLYN PAIGE WIGLER**  
**Notary Public, State of New York**  
**No. 01W16331428**  
**Qualified in New York County**  
**Commission Expires Oct. 13, 2019**

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